

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
	)	
SGP ACQUISITION, LLC,	)	Case No. 04-13382 (PJW)
	)	
Debtor.	)	
	)	
SLAZENGERS LIMITED; DUNLOP	)	
SLAZENGER INTERNATIONAL	)	Civ. No. 05-CV-563 (GMS)
LIMITED; DUNLOP SPORTS GROUP	)	Civ. No. 05-CV-688 (GMS)
AMERICAS, INC.; DUNLOP	)	
SLAZENGER MANUFACTURING LLC,	)	
	)	
Appellants,	)	
	)	
against	)	
	)	
SGP ACQUISITION, LLC; CREDITORS'	)	
COMMITTEE OF SGP ACQUISITION,	)	
LLC; PROVIDENT BANK; KIMOLOS II,	)	
L.P.; ZAPIS CAPITAL; AND BENESCH,	)	
FRIEDLANDER, COPLAN &	)	
ARONOFF LLP,	)	
	)	
Appellees.	)	

**JOINT MOTION TO CONSOLIDATE APPEALS**

The participating parties in these appeals: Slazengers Limited; Dunlop Slazenger International Limited; Dunlop Sports Group Americas, Inc.; and Dunlop Slazenger Manufacturing LLC ("Slazenger"); SGP Acquisition, LLC ("SGP"); and the Creditors' Committee of SGP Acquisition, LLC (the "Committee") jointly move for entry of an order consolidating the above-referenced appeals (Civ. Nos. 05-CV-563 & 05-CV-688), and represent as follows:

**BACKGROUND**

1. On July 21, 2005, Slazenger filed a notice of appeal from an order entered by the bankruptcy court on July 15, 2005 (the "July 15 Order") approving a settlement

agreement between SGP, its insiders Kimolos II, L.P. and Zapis Capital, and other parties in interest.

2. On August 3, 2005, the appeal regarding the July 15 Order was docketed by the Clerk of this Court and assigned Civ. No. 05-CV-563 (the “First Appeal”).

3. On August 18, 2005, SGP resubmitted the July 15 Order to the bankruptcy court because the July 15 Order inadvertently did not include a budget (the “Budget”) associated with SGP’s pending litigation against Slazenger and administration of SGP’s estate.

4. On August 19, 2005, the bankruptcy court approved the corrected order (the “August 19 Order”). The August 19 Order is identical to the July 15 Order except that the August 19 Order includes the Budget. Nevertheless, the August 19 Order did not expressly amend or supercede the July 15 Order.

5. Because of the unclear effect of the August 19 Order on the July 15 Order and the First Appeal, on August 29, 2005, Slazenger filed a notice of appeal from the August 19 Order.

6. On August 30, 2005, briefing on the First Appeal was completed.

7. On September 21, 2005, the appeal regarding the August 19 Order was docketed by the Clerk of this Court and assigned Civ. No. 05-CV-688 (the “Second Appeal”).

#### **RELIEF REQUESTED**


8. Slazenger, SGP and the Committee request that this Court exercise its authority to consolidate the First and Second Appeals because the July 15 Order and the August 19 Order address the same issues. See Fed. R. Bankr. P. 8011(b) (providing the

Court with the authority to determine procedural motions). Consolidation of the Appeals would preserve the parties' resources and assist judicial economy because briefing on the Second Appeal would be duplicative of the briefing that has already been completed on the First Appeal.

**CONCLUSION**

WHEREFORE, Slazenger, SGP and the Committee respectfully request for the Court to consolidate the First and Second Appeals under Civ. No. 05-CV-563 (GMS).

Dated: September 27, 2005  
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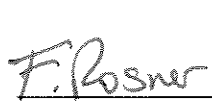
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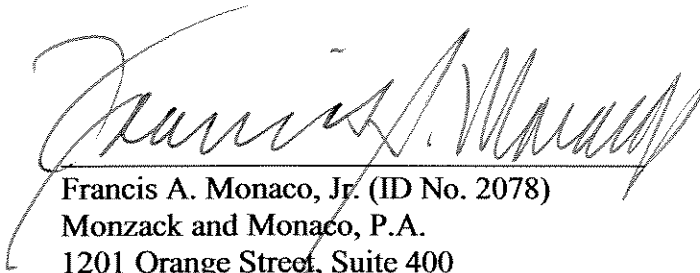
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